

RECORDATION NO. 19851-Q FILED

APR 30 '07 -1 5 5 PM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

April 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of April 24, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Schedule Number 005 previously filed with the Board under Recordation Number 19851-J

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Capital Corporation
(successor to Heller Financial Leasing, Inc.)
120 Long Ridge Road
Stamford, Connecticut 06927

Assignee: Diamond Lease (U.S.A.), Inc.
350 Fifth Avenue
Empire State Building
New York, New York 10118

Mr. Vernon A. Williams
April 30, 2007
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A description of the railroad equipment covered by the enclosed document is:

5 EMD Model SD 40-3 locomotives: DMIR 415 - DMIR 419.

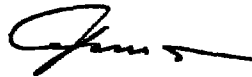
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

APR 30 '97 -1 5 5 PM

MEMORANDUM OF LEASE ASSIGNMENT . SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT dated as of April 24, 2007 is between General Electric Capital Corporation, successor in interest to Heller Financial Leasing, Inc. ("Assignor"), and Diamond Lease (U.S.A.), Inc. ("Assignee").

Assignor and Assignee hereby acknowledge and confirm the following:

A. Pursuant to that certain Equipment Lease Schedule Number 005 dated as of December 23, 1997 between Duluth, Missabe and Iron Range Railway Company ("Lessee") and Assignor (as amended, the "Lease Schedule"), executed pursuant to Master Equipment Lease Agreement dated as of December 28, 1995 (the "Master Lease"; the Lease Schedule, together with the Master Lease, solely to the extent it relates to such Lease Schedule, are hereinafter collectively referred to as, the "Lease"). Lessee has leased from Assignor the railroad equipment listed in Schedule A attached hereto, and all additions and alterations thereof, replacements thereof and substitutions therefor (collectively, the "Rail Equipment").

B. Pursuant to the provisions of 49 U.S.C. 11301, the Lease was recorded on December 23, 1997 and assigned recordation number 19851-J.

C. Pursuant to that certain Assignment Agreement dated as of May 19, 1998 between Assignor and Assignee, Assignor sold and assigned to Assignee all of Assignor's right, title and interest in and to the Lease and the Rail Equipment.

D. Assignor and Assignee wish to show for the public record (a) this Memorandum of Lease Assignment, and (b) that Assignor has sold and assigned to Assignee all of Assignor's right, title and interest in and to the Lease and the Rail Equipment. Accordingly, Assignor and Assignee have caused this Memorandum of Lease Assignment to be executed by duly authorized officers, as of the date first above written.

E. This Memorandum of Lease Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

GENERAL ELECTRIC CAPITAL CORPORATION

By: [Signature]
Name: Rob Kewen
Title: Syndications Analyst

DIAMOND LEASE (U.S.A.), INC.

By: [Signature]
Name: Indy L. Linn
Title: V.P.

STATE OF Connecticut

SS.:

COUNTY OF Fairfield

On this 24th day of April, 2007, before me personally appeared **Robert Kenyon** to me personally known, who, by me being duly sworn, says that he is a **Syndications Analyst for General Electric Capital Corporation**, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires

Apr 31 2007

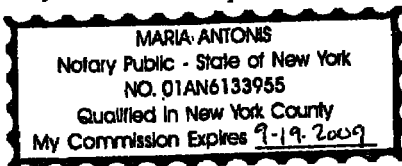
STATE OF New York

SS.:

COUNTY OF New York

On this 27th day of April, 2007, before me personally appeared Meryl Leslie Feiner to me personally known, who, by me being duly sworn, says that he is a Vice President of **Diamond Lease (U.S.A.), Inc.** and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires



SCHEDULE A
DESCRIPTION OF RAIL EQUIPMENT

Five (5) EMD Model SD 40-3, six axle, locomotives bearing DMIR reporting marks and road numbers 415 through 419.